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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Adv. Pro No. 08-01789 (BRL)
)	
Bernard L. Madoff Investment)	SIPA LIQUIDATION
Securities LLC,)	
)	(Substantively Consolidated)
Debtor.)	
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Irving H. Picard, Trustee for the)	
Liquidation of Bernard L. Madoff)	
Investment Securities LLC,)	
)	
Plaintiffs,)	
)	Adv. Pro. No. 09-1239 (BRL)
vs.)	
)	
Fairfield Sentry Limited, et al.,)	
)	
Defendants.)	
<hr/>)	
In re:)	
)	Chapter 15 Case
Fairfield Sentry Limited, <u>et al.</u>,)	
)	Case No. 10-13164 (BRL)
Debtors in Foreign Proceedings.)	
)	(Jointly Administered)
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**MOTION FOR ENTRY OF AN ORDER AUTHORIZING FOREIGN
REPRESENTATIVES TO FILE UNDER SEAL THE REPLY IN OPPOSITION TO
DERIVATIVE PLAINTIFFS' (i) OBJECTION TO SETTLEMENT AND, IN THE
ALTERNATIVE, (ii) MOTION TO STAY ANY APPROVAL PENDING APPEAL OF
CHAPTER 15 RECOGNITION ORDER ISSUED IN CASE NO. 10-13164**

Kenneth Krys and Joanna Lau (the “Foreign Representatives”), in their capacities as the duly appointed foreign representatives for, and joint liquidators of, Fairfield Sentry Limited (in liquidation), Fairfield Sigma Limited (in liquidation), and Fairfield Lambda Limited (in liquidation) (collectively, the “Fairfield Funds”), debtors in the above-captioned jointly administered Chapter 15 cases, through their United States attorneys Brown Rudnick LLP, hereby submit this motion (the “Sealing Motion”), pursuant to the *So-Ordered Stipulation Governing the Production and Use of Confidential Information* filed in the above-captioned Chapter 15 cases [Case No. 10-13164; Dkt. 18] (the “Confidentiality Stipulation”), sections 105(a) and 107(b) of title 11 of the United States Code (as amended, the “Bankruptcy Code”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an Order, substantially in the form submitted herewith, authorizing Foreign Representatives to file under seal the *Foreign Representatives’ Reply in Opposition to Derivative Plaintiffs’ (i) Objection to Settlement and, in the Alternative, (ii) Motion to Stay any Approval Pending Appeal of Chapter 15 Recognition Order Issued in Case No. 10-13164* (the “Opposition”), and file partially redacted versions of the Opposition on the Court’s public dockets for the above-captioned cases. In support of this Sealing Motion, Foreign Representatives respectfully represent as follows:

BACKGROUND

1. On June 22, 2010, this Court so ordered the Confidentiality Stipulation, which governs all discovery in connection with the Fairfield Funds’ petitions for recognition and related relief under Chapter 15 of the Bankruptcy Code. See Confidentiality Stipulation ¶ 2.

2. Pursuant to paragraph 11 of the Confidentiality Stipulation, the Foreign Representatives are concurrently filing the Opposition under seal on all dockets in the caption above.

3. The Opposition may contain Confidential Discovery Material (as defined in the Confidentiality Stipulation), and thus may be required to be filed under seal. See Confidentiality Stipulation at ¶ 11.

JURISDICTIONAL AND STATUTORY BASIS

4. The Court has jurisdiction over the Sealing Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and the Sealing Motion in this District is proper under 28 U.S.C. § 1410.

5. The statutory bases for the relief requested herein are section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018.

RELIEF REQUESTED

6. By this Sealing Motion, the Foreign Representatives seek the entry of an Order, substantially in the form submitted herewith, authorizing Foreign Representatives to file the Opposition under seal and to file versions of the Opposition with the portions that may contain Confidential Discovery Material redacted on the Court's public dockets for the above-captioned cases.

LEGAL ARGUMENT

7. The Confidentiality Stipulation requires Confidential Discovery Material to be filed under seal. See Confidentiality Stipulation at ¶ 11.

8. Section 107(b) of the Bankruptcy Code states, in relevant part, that:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may –

(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information

11 U.S.C. § 107(b).

9. Bankruptcy Rule 9018 states, in relevant part, that:

On motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information

Fed. R. Bankr. P. 9018.

10. The Foreign Representatives submit that filing the Opposition under seal on all of the above-captioned dockets may be required under the Confidentiality Stipulation because the Opposition may contain Confidential Discovery Material.

11. Counsel for the Foreign Representatives has delivered the Opposition to the Court with instructions that they be filed under seal, and that partially redacted versions of the Opposition be filed on the Court's public docket.

NOTICE

12. Notice of the Sealing Motion has been provided to the same parties who are required to receive notice of the Opposition.

13. Parties wishing to object to the Sealing Motion shall have until a date to be determined by the Court to do so.

WHEREFORE, Foreign Representatives respectfully request that the Court enter an Order, substantially in the form submitted herewith, (i) authorizing Foreign Representatives to file the Opposition under seal and to file partially redacted versions of the Opposition on the Court's public dockets for the above-captioned cases and (ii) granting such other relief as the Court deems appropriate.

Dated: June 2, 2011
New York, New York

BROWN RUDNICK LLP

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